



Squash Australia Forum

Governance and Member
Protection

21 October 2018

Corporate Governance

- Process by which an entity is made responsive to the rights and wishes of members
- Relevance to sport
- Distinction between governance and management
 - What is practical?
- Factors affecting governance
- Who is a director?
- Long term or short term?

Strategy & Structure

- One organisation for all forms of the sport
- Objectives, purpose and strategy alignment
 - Constitution
- Incorporated association or CLG?
- One vote per member
 - Organisations
 - Individuals: junior v senior

Constitution and Rules

- What is the Constitution? What is its effect?
 - Key clauses
 - Objects
 - Board
 - Members
 - Divisions of power
 - The membership contract
 - Why incorporate?
- Type of entity?
- Not-for-profit requirements?
- Obligations of organisation and officers
- By-laws and/or policies?
 - Binding?
 - AIA and model rules

Directors' obligations

- Legal obligations
 - Directors:
 - owe certain duties to the organisation and its members by virtue of the position of trust they hold (fiduciary duty)
 - are bound to exercise rights and powers in good faith and for the benefit of the organisation
 - are required to comply with both common law duties and statutory duties
 - If directors fail to satisfy their duties they may be liable to compensate members of the organisation or 3rd parties
 - Duties
 - Duty to act for a proper purpose
 - Duty of good faith and honesty
 - Duty of care, skill and diligence
 - Duty to avoid conflict and disclose interests
 - Confidential information
 - Duty not to divert corporate opportunities
 - Duties relating to incurring debt

Directors' obligations

- Governance obligations
 - Take reasonable steps to monitor the management of the organisation
 - Acquire a working knowledge of the business of the organisation
 - Keep informed of the organisation's activities and assess the safety of business practices
 - Maintain a familiarity with the financial status of the organisation by regularly reviewing financial statements
 - Make enquiry into matters revealed by financial statements where necessary or prudent

Sports Governance

- Australian Sports Commission
 - Sports Governance Principles
 - Mandatory Sports Governance Standards
- CSR Governance Guidelines
 - Structure and strategy
 - Board composition and operation
 - Transparency, reporting and integrity
- What do these mean for:
 - NSOs
 - SSAs
 - Clubs

Board's role

- Primarily to manage the activities of the organisation
- To give direction to the organisation and to accept initial responsibility for its management
 - Code of conduct
- Key functions include:
 - Monitoring the activities of the organisation
 - Adopt and monitor an annual budget
 - Ensure that some risk management systems are in place
- Assessment of performance
 - Establish goals and measurable objectives
 - Job descriptions
 - Volunteer protection

Separation of Powers

- Board
 - All powers other than GM?
- General meeting
 - Remove Board
 - Approve financial statements NOT budget
 - Change constitution
- Administration (paid or volunteer)
- Delegations
 - Role description(s)
 - Organisation chart

Governance Style

- Govern with an emphasis on
 - Strategy and policy advantageous to your entity
 - Anticipating and planning for change
 - Objectivity
 - Strategic leadership
 - Clear distinction of the Board and administration's roles
 - Collective rather than individual decision making
 - Focus on the future direction of your entity
 - Proactive rather than reactive

Board composition

- Number of directors: between 5 and 9
- Terms and maximum number of terms
 - Staggered rotations
- Elected and appointed directors
 - Majority elected by membership
- Skills mix and gender balance
- Voting at General meetings
- President/chairman
 - Elected by Board or Members?
- Administration (paid or volunteer)
- Delegations
 - Role description(s)
 - Organisation chart

Role of the Chair

- The chair should:
 - Understand legal and procedural requirements for meetings
 - Determine meeting is properly convened and constituted
 - Understand the business and objects of the meeting
 - Preserve order in the conduct of those present
 - Confine discussion within the scope of the meeting and timelines
 - Decide whether proposed motions and amendments are in order
 - Decide points of order and other incidental matters
 - Handle all matters in an impartial manner
 - Adjourn the meeting where justified

Meetings

- Establish clear meeting procedures and stick to them including time
- Keep clear and accurate minutes of meetings
- No of meetings annually?
- Work plan and agenda
- Conflicts of interest
 - Declarations
 - Register
 - Enforce
- Financial management
 - Bank signatories and internal checks

Risk & financial management

- What is risk management?
 - A procedure to assist in achieving your objectives whilst reducing potential legal liability
 - systematically eliminating or minimising the adverse impact of all activities which may give rise to injurious or dangerous situations
 - Why is risk management important?
 - Who is responsible for risk management?
 - Who should be involved in the risk management process?
 - Risk management process
 - Financial management
 - Insurance

Safeguarding Awareness

Effect of membership

- Rules and policy framework
- Discipline

Grievances and Reports

- SQA MPP

Safe “Clubs”

State Governance

Squash MPP

The Policy binds everyone who is involved in Squash including but not only:

- a) persons appointed or elected to boards, committees and sub-committees
- b) volunteers
- c) support personnel
- d) all Members, including States, Clubs, individual members, life members and members of Members
- e) any other person involved in Squash including but not limited to participants, parents, guardians, spectators, sponsors and licensees and other contracted parties to the full extent possible.

This Policy will continue to apply to a person, even after they have stopped their association or employment (subject to this Policy's terms) with a Squash Entity, if disciplinary action against that person has commenced.

Squash MPP

Complaints and Reports

Investigation

Grievance resolution procedures – mediation

- Appointment of mediator
- Mediation agreement (?)
- Process
- CONFIDENTIAL
- No lawyers
- If not resolved:
 - Review
 - External
 - No appeal

Grievances

Grievance procedures

- Apply to disputes between
 - a member and another member; or
 - A member and the organisation (either a Club, State or SA)
- SA MPP
- Grievance Officer/Handler/MPO

Complaints and Reports

Any grievance relating to Child Abuse must be lodged as a report not a formal complaint. All other grievances must be lodged under the formal complaints procedure under the MPP.

A Report is an observation, incident or disclosure made to a PPA that may involve Child Abuse. Where possible, it should set out:

- the details or particulars of the incident / disclosure or observation, including dates
- times, persons, Clubs and PPA involved
- the Complainant(s)' wishes as to how they would like the report resolved
- what outcome the Complainant is seeking.

A Formal complaint is a complaint made to a PPA in writing. Where possible, it should set out:

- the details or particulars of the complaint, including dates, times, persons, Clubs and PPA involved the Complainant(s)' wishes as to how they would like the Formal complaint resolved
- what outcome the Complainant is seeking.

Receiving Reports

If you receive a Report:

- a) Talk to the complainant **calmly and without judgement or opinion**;
- b) Ensure that your conversation is occurring in a **private and safe environment**;
- c) Ask **non-leading questions** to establish what the complainant's concerns are – **who, what, when, where, why, what next?**
- d) **if appropriate** (for example, the issue is minor, easily resolved and no person is in danger) **take steps to resolve** the report at that time; otherwise
- e) If the report is not easily resolved OR you are not sure what to do next, **seek out an appropriate Person in Position of Authority or a MPIO** and tell them what you know

Key Principles of Resolving a Report



Under the MPP:

- Where possible, reports or complaints are dealt with early (Club level) – to minimise:
 - Harm to Children and Young People;
 - Distress to complainants and those against whom allegations are made; and
 - Time taken by Clubs, Branch, States organisations and SQA
- Involve Grievance Officer / MPIOs or other Persons in Position of Authority at a more Senior level than you
- Guidance is provided in the form of clear steps to take, information to gather and resources to use
- Timeframes critical when reporting and investigating Child Abuse

Mediation

Mediation may be recommended only if:

- both parties have had a chance to tell their version of events
- the Involved Organisation dealing with the grievance or formal complaint does not believe that any of the allegations warrant any form of disciplinary action
- mediation looks like it may work.

There are some situations where mediation will not be appropriate, including:

- when the people involved have completely different versions of the incident when one or both parties are unwilling to attempt mediation
- when the issues raised are sensitive in nature
- when there is a real or perceived power imbalance between the people involved
- matters that involve serious, proven allegations.

Creating a Safe Club

- Culture
- Uniform and enforced policy framework
 - Complaints and grievance processes
 - WWCC (ongoing review)
 - Reporting
 - Confidentiality
 - Internal Investigations
 - Record keeping
- Training and communication
 - Personnel
 - Support materials
 - Ongoing education
- Screening

Conclusions

- Objects & Rules
- Public interest
- Protecting sporting values
- Governance & leadership
- Questions and discussion
- Thanks



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